



February 2006

Amending the HECB Bylaws

As a result of legislation passed in 2002, the board must amend its bylaws. Senate Bill 6557 stipulated that the chair, formerly appointed by the governor, and the vice chair, previously selected by the chair with the consent of the membership, shall be elected by the board.

Due to this required amendment, the board and its staff have taken the opportunity to review the bylaws in their entirety, and a slate of amendments has been suggested by the executive committee.

Election, Terms, and Duties of Officers

Implementation of the change to election rather than appointment of the chair was to occur subsequent to the departure of the chair who was in place at the time of the bill's enactment on June 13, 2002. The bill states that the board "shall select from its membership a chair and a vice chair who shall each serve a one-year term. The chair and vice chair may serve more than one term if selected to do so by the membership."

Executive committee recommendations include extending this election process to the office of secretary.

Recommendations also include limiting members to two consecutive one-year terms in a particular office, and add approval of meeting minutes to the duties of the secretary. The executive director remains responsible for keeping and distributing the minutes, and is also recognized as a non-voting, *ex officio* member of the board.

Other Highlights of Executive Committee Recommendations

The executive committee's recommendations also include the following:

- Allowing for meeting agendas and materials to be distributed via email;
- Adding a section regarding committee structure and specifying the formation of an executive committee; and
- Requiring the board to adopt the following year's meeting schedule during their regular December meeting.

BYLAWS COMPARISON CHART

	HECB (Current)	SBCTC	UW Board of Regents	Executive Committee Recommendation
Authorizing Language in Statute	RCW 28B.76	RCW 28B.50.050	RCW 28B.20.100-110	Not applicable
Duties of Officers	<p><i>Chair</i> – presides at meetings, appoints committees, acts as an ex officio member of standing committees (with equal right to vote), attests to resolutions.</p> <p><i>Vice Chair</i> – performs the duties of the chair when the chair is absent.</p> <p><i>Secretary</i> – presides at meetings in the absence of the chair and vice chair. Attests to resolutions.</p>	<p><i>Chair</i> – presides at all meetings, signs all legal and official documents, and (with director) executes contracts entered into by the board.</p> <p><i>Vice Chair</i> – assumes duties of chair in their absence. Serves as successor to the chair.</p> <p><i>Director</i> – serves as executive officer and secretary. Attends all meetings but is not entitled to vote. Keeps records of proceedings. Posts all legal notices.</p>	<p><i>President</i> – presides at all meetings, signs all contracts and written instruments.</p> <p><i>Vice President</i> – performs the duties of the president in the event of the president’s absence or incapacity.</p> <p><i>Secretary</i> – gives notice of all meetings, attends all meetings and makes and retains custody of minutes and records, custodian of permanent records of all rules and regulations, executes or attests to all contracts and written instruments, maintains custody of the seal of the university and affixes it to appropriate documents.</p> <p><i>Treasurer</i> – Is responsible for recommending, developing, and analyzing policy and procedures relating to the investment of endowments, gifts, and bequests, and other non-appropriated funds. Attend meetings of the finance, audit and facilities meetings as a non-voting, ex officio member, participates in preparation of agendas for such meetings.</p>	<p><i>Chair</i> – presides at all meetings, appoints all committees, and may act as an alternate member with an equal right to vote. Attests to resolutions.</p> <p><i>Vice Chair</i> – performs the duties of the chair when the chair is absent.</p> <p><i>Secretary</i> – presides at meetings in absence of chair and vice chair, attests to resolutions. Responsible for meeting minutes.</p>

	HECB (Current)	SBCTC	UW Board of Regents	Executive Committee Recommendation
Terms of Officers	"The chair shall serve at the pleasure of the governor, and the vice chair and secretary shall serve for one-year terms, which shall terminate on December 31 of each year, unless selected to continue in office."	"The term of office of members of the State Board for Community and Technical Colleges shall be four years and members shall continue to serve until the appointment and qualification of their respective successors."	"The president and vice president shall hold office for one year and until their successors are elected."	The chair, vice-chair and secretary shall serve for one year and until successors are elected.
Election	"The governor appoints the chair. The vice chair and secretary shall be appointed by the chair, subject to concurrence by the board."	"...the board shall elect from among its members a chair and a vice-chair who shall serve for one year until successors are elected."	"...the Board of Regents by majority vote shall elect a president and vice president who shall be members of the board."	...the board shall elect from among its members a chair, a vice-chair, and a secretary. Officers shall be elected to terms of one year, and no more than two consecutive one-year terms.
Secretary	Secretary only (see above).	"The director shall be the executive officer and secretary of the board..."	"The board by majority vote shall also elect a secretary...who need not be members of the board."	The board shall also elect a secretary.
Treasurer	Not included	Not included	"The board by majority vote shall also elect a treasurer...who need not be members of the board."	No change
Executive Director/ President	"The executive director shall be appointed by the board and serve at its pleasure." Responsible for day-to-day operation, management and implementations of all administrative programs. Twice-annual budget reports. Employment of necessary staff and consultants. "The executive director shall ensure that all employees are evaluated on December 31 of each year."	"The board shall appoint and fix the salary of a director who, under its supervision, shall administer the provisions of law and the rules and regulations established thereunder..." "The director shall... perform other such duties as are prescribed by the board and by law." No mention of employee evaluations.	"The president of the university shall be elected by the board upon receiving the affirmative votes of not less than two-thirds of the members of the board (excluding the student regent) and shall serve at the pleasure of the board." Responsible for management and conduct of all affairs of the university except those that are the specific responsibility of other persons or bodies." No mention of employee evaluations.	Strike "The executive director shall ensure that all employees are evaluated on December 31 of each year." Serves as a non-voting, <i>ex officio</i> member of the board.

	HECB (Current)	SBCTC	UW Board of Regents	Executive Committee Recommendation
Committee Structure	Not included.	"The Board shall authorize such special or standing committees as are deemed necessary."	Committees named and samples of topics of oversight clearly listed: <ol style="list-style-type: none"> 1. Executive Committee 2. Academic and Student Affairs 3. Finance, Audit and Facilities Also allows for appointment of special committees.	Adopt SBCTC language: "The Board shall authorize such special or standing committees as are deemed necessary." There shall be an Executive Committee comprised of all HECB officers and such additional members as the chair shall designate.
Board Meetings	"State law requires the board to meet at least four times each calendar year, and the board may meet at other times as determined by the chair."	Regular meetings are held a minimum of one per quarter. Annual meeting of the board held in June.	Regular meetings held "pursuant to a schedule and at locations established yearly by resolution of the Board. ...The President of the University, the President of the Board, or any six members of the Board may call a special meeting at any time" with 24 hours notice.	State law requires the board to meet at least four times each calendar year. The board shall adopt a meeting calendar for the succeeding year at its regularly scheduled December meeting. The board may meet at other times as determined by the Executive Committee.
Minutes/ Recordings	Executive director responsible for having minutes "taken, transcribed, and transmitted to board members. ...A verbatim report of the meeting shall be maintained in the board office.	"The director shall keep records of proceedings of all meetings, be responsible for the distribution of minutes of the meetings and other official actions of the board." "Minutes of the proceedings of the board of the previous meeting shall be prepared by the secretary and mailed to the members with the next meeting's agenda. ...The official minutes shall be bound and kept in the office of the director."	"The minutes of all regular and special meetings of the board shall be kept by the secretary. Such minutes, following approval, shall be open to public inspection in the office of the secretary..."	The executive director shall keep records of proceedings of all meetings and be responsible for the distribution of minutes of the meetings and other official actions of the board. Following approval by the secretary, minutes of all regular and special meetings of the board shall be open to public inspection in the office of the executive director.

	HECB (Current)	SBCTC	UW Board of Regents	Executive Committee Recommendation
Agenda for Meetings	<p>“An agenda for each meeting shall be approved by the chair and mailed or delivered to each board member as early as possible prior to the next scheduled meeting. The notice of such meeting, agenda, and materials should be delivered to members at least seven days before the meeting unless it is a special meeting allowing only twenty-four hours notice. At regular board meetings the agenda may be revised or changed at the discretion of the chair, but at special meetings only matters on the agenda may be considered.”</p>	<p>“An agenda for each regular meeting shall be prepared by the director and mailed to board members no later than four days prior to the meeting. The agenda shall be amended at the time of the meeting upon the request of either the chair or director.</p>	<p>Not less than four days before any regular meeting, the secretary shall mail to each member of the board a reminder of the regular meeting and a preliminary agenda setting forth the matters which are to be considered at the meeting. ...Addenda to the agenda of either a regular or a special meeting may be permitted at the commencement of or during such meeting, except that final disposition shall not be taken on addenda to the agenda of a special meeting unless notice as required by applicable law has been given.</p>	<p>An agenda for each meeting shall be approved by the executive committee and mailed or delivered to each board member as early as possible prior to the next scheduled meeting. The agenda and materials for regularly scheduled meetings should be delivered to members at least seven days before the meeting and may be delivered by email. The agenda and materials for special meetings should be delivered to members at least twenty-four hours before the meeting and may be delivered by email. At regularly scheduled meetings, the agenda may be revised or changed by vote of the members, but at special meetings only matters on the agenda may be considered.</p>
Amendment/ Suspension of Bylaws	<p>“These bylaws may be amended at any meeting of the board upon notification to all members of the amendment at any meeting preceding the meeting in which the bylaws are to be amended. These bylaws may be suspended at any meeting by a two-thirds affirmative vote of the board.</p>	<p>“These bylaws may be amended by a majority of the entire board provided the amendment was submitted at the previous meeting.”</p>	<p>“These bylaws may be amended or repealed in whole or in part by the affirmative vote of a majority of the members of the board at any meeting; ...a draft of the proposed amendment... shall have been given to each member at least four days prior to a regular meeting or with notice of a special meeting.”</p>	<p>No change.</p>

	HECB (Current)	SBCTC	UW Board of Regents	Executive Committee Recommendation
Section Titles	<ul style="list-style-type: none"> • Board Officers • Designation of Officers • Terms of Office • Duties of Officers • Voting Procedures • Board Meetings • Attendance of Members • Executive Sessions • Agenda for Meetings • Rules of Order • Public Attendance and Participation • Compensation of Board Members • Executive Director • Amendment and Suspension of the Bylaws • Minutes of Meetings 	<ul style="list-style-type: none"> • Name • Legal Basis • Authority • Membership • Officers • Meetings • Agenda • Minutes • Parliamentary Authority • Amendments • Fiscal Year of the State Board • Member Attendance Policy 	<ul style="list-style-type: none"> • Officers of the Board • Meetings of the Board • Committees of the Board • Officers of the University • Student, Faculty, and Alumni Representatives • Exercise of Powers • Standing Orders • Amendments 	<ul style="list-style-type: none"> • Board Officers • Election of Officers • Terms of Office • Duties of Officers • Committee Structure • Voting Procedures • Board Meetings • Attendance of Members • Executive Sessions • Agenda for Meetings • Rules of Order • Public Attendance and Participation • Compensation of Board Members • Executive Director • Amendment and Suspension of the Bylaws • Minutes of Meetings



BOARD BYLAWS

1. BOARD OFFICERS.

The officers of the board shall be the chair, vice chair, and secretary.

2. DESIGNATION OF OFFICERS.

The board shall elect from among its members a chair, vice chair, and secretary. Officers shall be elected to terms of one year, and no more than two consecutive one-year terms.

3. TERMS OF OFFICE.

The chair, vice chair, and secretary shall serve for one-year terms, which shall terminate on December 31 of each year, and until successors are elected.

4. DUTIES OF OFFICERS.

The **chair** shall preside at all meetings, shall appoint all committees, and may act as an alternate member of all standing committees with an equal right to vote, shall attest to resolutions approved by the board, and shall perform such other duties as deemed proper by the chair.

Vice Chair: Shall perform the duties of the chair when the chair is absent and shall perform such other duties as directed by the chair.

Secretary: Shall attest to resolutions approved by the board, and shall be responsible for approving meeting minutes. In the absence of the chair and vice chair, the secretary shall preside at meetings of the board.

5. COMMITTEE STRUCTURE

The board shall authorize such special or standing committees as are deemed necessary. There shall be an executive committee comprised of all board officers and such additional members as the chair shall designate.

6. VOTING PROCEDURES.

Voting procedures shall be as follows:

Quorum: Six members of the board shall constitute a quorum for the transaction of board business and, if only a quorum is present, a majority of the quorum shall be sufficient to transact business. If more than a quorum is present, all matters shall be decided by a majority of those board members present.

Vacancies: When vacancies occur on the board, the majority of the existing members shall constitute a quorum for the purposes of holding a meeting. When the existing membership is seven or less, four affirmative votes shall be required for final action.

Roll Call Vote: A roll call vote shall be taken at the request of any member of the board.

Voting: All members of the board shall have the right to vote on any matter coming before the board. Members may abstain from voting upon giving their reasons for so doing. There shall be no proxy voting.

6. BOARD MEETINGS

State law requires the board to meet at least four times each calendar year. The board shall adopt a meeting calendar for the succeeding year at its regularly scheduled December meeting. The board may meet at other times as determined by the executive committee.

7. ATTENDANCE OF MEMBERS

Board members are expected to consistently attend board meetings, and the chair may ask the governor to remove any member who misses more than two meetings in any calendar year without cause.

8. EXECUTIVE SESSIONS

An executive session may be held at the request of the chair, or at the request of any member with the concurrence of the chair, for any purpose that executive sessions may be held under state law.

9. AGENDA FOR MEETINGS

An agenda for each meeting shall be approved by the executive committee and mailed or delivered to each board member as early as possible prior to the next scheduled meeting. The agenda and materials for regularly scheduled meetings shall be delivered to members at least seven days before the meeting and may be electronically delivered. The agenda and materials for special meetings shall be delivered to members at least twenty-four hours before the meeting and may be electronically delivered. At regularly scheduled meetings the agenda may be revised or changed by vote of the members. At special meetings only matters on the agenda may be considered.

10. RULES OF ORDER.

Robert's Rules of Order, Newly-Revised shall serve as parliamentary authority for procedures not covered by these rules.

11. PUBLIC ATTENDANCE AND PARTICIPATION.

All meetings of the board, other than executive session, shall be open to the public. Any group or member of the public wishing to make a presentation or comment to the board may do so upon request to, and approval by, the board or at the discretion of the chair.

12. COMPENSATION OF BOARD MEMBERS.

Board members may be compensated at the rate stipulated in RCW 43.03.050, .060, and .240 for each day in attending a meeting or performing duties approved by the chair. An individual member may waive this compensation. Board members holding full-time employment with any agency of the federal, state, or local government are ineligible for compensation unless no compensation is received for working that day. Per diem and mileage shall be received in accordance with RCW 43.03.050 and .060.

13. EXECUTIVE DIRECTOR.

The executive director shall be appointed by the board and serve at its pleasure. The executive director shall be responsible for the agency's day-to-day operation, management, and implementation of all administrative programs. The executive director's authority shall include expenditure of board funds unless limited by board policy or action of the chair. The executive director shall submit an agency budget report to the board twice per fiscal year. In accordance with state and general practices, the executive director shall employ the necessary staff and any necessary consultants or service agencies.

The executive director shall serve as a non-voting, *ex officio* member of the board.

14. AMENDMENT AND SUSPENSION OF THE BYLAWS.

These bylaws may be amended at any meeting of the board upon notification, to all members, of the amendment at any meeting preceding the meeting in which the bylaws are to be amended. These bylaws may be suspended at any meeting by a two-thirds affirmative vote of the board.

15. MINUTES OF MEETINGS.

The executive director shall maintain records of proceedings of all meetings and be responsible for the distribution of minutes of the meetings and other official actions of the board. Following approval by the secretary, minutes of all regular and special meetings of the board shall be open to public inspection in the office of the executive director, and will be posted to the agency's Web site.

Proposed 2/23/06



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Due to this required amendment, the board and its staff have taken the opportunity to review the bylaws in their entirety, and a slate of amendments has been suggested by the executive committee.

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The executive committee's recommendations also include the following:

- Allowing for meeting agendas and materials to be distributed via email;
- Adding a section regarding committee structure and specifying the formation of an executive committee; and
- Requiring the board to adopt the following year's meeting schedule during their regular December meeting.